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INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of October 15, 1973, between NORTH AMERICAN CAR CORPORATION (hereinafter called the Lessor), CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY (hereinafter called the Lessee) and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY (hereinafter called the Agent).

WHEREAS the Lessor and the Lessee have entered into a Conditional Sale Agreement dated as of March 31, 1973 (hereinafter called the Conditional Sale Agreement), with Thrall Car Manufacturing Company (hereinafter called the Manufacturer), wherein the Manufacturer has agreed to manufacture, sell and deliver the railroad equipment (hereinafter called the Equipment) described in Annex B to the Conditional Sale Agreement;

WHEREAS the Manufacturer has assigned its interest in the Conditional Sale Agreement to the Agent pursuant to an Agreement and Assignment dated as of March 31, 1973 (hereinafter called the Assignment), between the Manufacturer and the Agent;

WHEREAS the Lessor and the Lessee have entered into a Lease of Railroad Equipment dated as of March 31, 1973 (hereinafter called the Lease), with respect to the Equipment;

WHEREAS the Lessor and the Agent have entered into an Assignment of Lease and Agreement dated as of March 31, 1973 (hereinafter called the Lease Assignment);

WHEREAS the Conditional Sale Agreement, the Assignment, the Lease and the Lease Assignment were recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on April 24, 1973, at 3:50 p.m., under Recordation Nos. 7001, 7001-A, 7002 and 7002-A, respectively;

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement and the Lease to change certain car numbers of certain of the Equipment contained in Annex B to the Conditional Sale Agreement and Schedule I to the Lease;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth; the parties hereto do hereby agree as follows:

1. Annex B to the Conditional Sale Agreement and Schedule I to the Lease are hereby amended by changing the Lessee's road numbers for the 50 52' 100-ton covered gondolas listed therein to "RI 3820 to 3869 inclusive" from "RI 13820 to 13869 inclusive".

2. The Agent pursuant to the Assignment and the

Lease Assignment hereby consents to the aforesaid amendment to the Conditional Sale Agreement and the Lease as though such amendment were originally set forth therein.

3. The Lessee will promptly cause this Amendment to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

4. Except as amended hereby, the Conditional Sale Agreement and the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their respective officers thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

NORTH AMERICAN CAR CORPORATION,

by

Louis W. Hansen
Vice President

Attest:

James J. Petrus
Assistant Secretary

CHICAGO, ROCK ISLAND AND PACIFIC
RAILROAD COMPANY,

by

Vice President

Attest:

Assistant Secretary

THE FIRST PENNSYLVANIA BANKING
AND TRUST COMPANY, as Agent,

by

Vice President

Attest:

Assistant Secretary

Alice R. Noble
Notary Public

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

Notary Public

STATE OF ILLINOIS,)
COUNTY OF COOK,) ss.:

On this day of 1973, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of Thrall Car Manufacturing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this day of 1973, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of The First Pennsylvania Banking and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires

AMENDMENT AGREEMENT dated as of October 15, 1973, between NORTH AMERICAN CAR CORPORATION (hereinafter called the Lessor), CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY (hereinafter called the Lessee) and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY (hereinafter called the Agent).

WHEREAS the Lessor and the Lessee have entered into a Conditional Sale Agreement dated as of March 31, 1973 (hereinafter called the Conditional Sale Agreement), with Thrall Car Manufacturing Company (hereinafter called the Manufacturer), wherein the Manufacturer has agreed to manufacture, sell and deliver the railroad equipment (hereinafter called the Equipment) described in Annex B to the Conditional Sale Agreement;

WHEREAS the Manufacturer has assigned its interest in the Conditional Sale Agreement to the Agent pursuant to an Agreement and Assignment dated as of March 31, 1973 (hereinafter called the Assignment), between the Manufacturer and the Agent;

WHEREAS the Lessor and the Lessee have entered into a Lease of Railroad Equipment dated as of March 31, 1973 (hereinafter called the Lease), with respect to the Equipment;

WHEREAS the Lessor and the Agent have entered into an Assignment of Lease and Agreement dated as of March 31, 1973 (hereinafter called the Lease Assignment);

WHEREAS the Conditional Sale Agreement, the Assignment, the Lease and the Lease Assignment were recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on April 24, 1973, at 3:50 p.m., under Recordation Nos. 7001, 7001-A, 7002 and 7002-A, respectively;

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement and the Lease to change certain car numbers of certain of the Equipment contained in Annex B to the Conditional Sale Agreement and Schedule I to the Lease;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth; the parties hereto do hereby agree as follows:

1. Annex B to the Conditional Sale Agreement and Schedule I to the Lease are hereby amended by changing the Lessee's road numbers for the 50 52' 100-ton covered gondolas listed therein to "RI 3820 to 3869 inclusive" from "RI 13820 to 13869 inclusive".

2. The Agent pursuant to the Assignment and the

Lease Assignment hereby consents to the aforesaid amendment to the Conditional Sale Agreement and the Lease as though such amendment were originally set forth therein.

3. The Lessee will promptly cause this Amendment to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

4. Except as amended hereby, the Conditional Sale Agreement and the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their respective officers thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

NORTH AMERICAN CAR CORPORATION,

by

Vice President

Attest:

Assistant Secretary

CHICAGO, ROCK ISLAND AND PACIFIC
RAILROAD COMPANY,

by

Fred Meyer
Vice President

Attest:

E. F. Wilkinson
Assistant Secretary

THE FIRST PENNSYLVANIA BANKING
AND TRUST COMPANY, as Agent,

by

H. P. Loman
Asst. Vice President

Attest:

A. B. Sullivan
Assistant Secretary

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1973, before me personally
appeared , to me personally known, who,
being by me duly sworn, says that he is a Vice President of North
American Car Corporation, that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Notary Public

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 3rd day of October 1975, before me personally
appeared Fred J. Meyer, to me personally known, who,
being by me duly sworn, says that he is a Vice President of
Chicago, Rock Island and Pacific Railroad Company, that one of
the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and
sealed on behalf of said corporation by authority of its Board
of Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corpora-
tion.


Notary Public

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1973, before me personally
appeared , to me personally known,
who, being by me duly sworn, says that he is a Vice President
of Thrall Car Manufacturing Company, that the seal affixed to
the foregoing instrument is the corporate seal of said corpora-
tion, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission expires

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF PHILADELPHIA,)

On this *23rd* day of *October* 1973, before me personally
appeared *D. P. Dorrian* , to me personally known,
who, being by me duly sworn, says that he is a *cash* Vice President
of The First Pennsylvania Banking and Trust Company, that one
of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and
sealed on behalf of said corporation by authority of its Board
of Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Elizabeth J. Sahedra

Notary Public

[NOTARIAL SEAL]

My Commission expires

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires March 1, 1976